

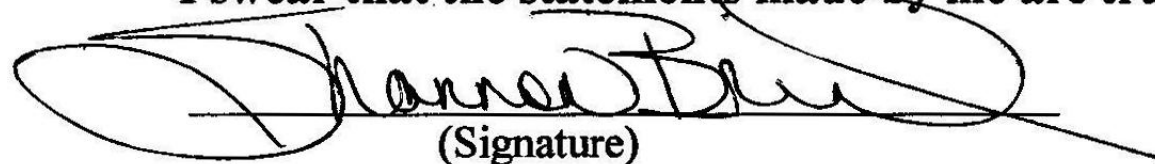
# STATE OF SOUTH DAKOTA

## Statement of Legal Newspaper Ownership and Circulation

Return to: Secretary of State, 500 E. Capitol, Pierre, SD 57501-5077

1. TITLE OF NEWSPAPER <b>Rapid City Journal</b>		2. DATE <b>11-07-2013</b>
3. FREQUENCY OF ISSUE <b>Daily</b>	3A. NO. OF ISSUES PUBLISHED ANNUALLY <b>365</b>	3B. ANNUAL SUBSCRIPTION PRICE \$ <b>210.60</b>
4. COMPLETE MAILING ADDRESS OF KNOWN OFFICE OF PUBLICATION (Street, City, County, State and ZIP+4 Code) (Not printers) <b>PO BOX 450, Rapid City, Pennington Co., SD. 57709-0450</b>		
5. COMPLETE MAILING ADDRESS OF THE HEADQUARTERS OR GENERAL BUSINESS OFFICES OF THE PUBLISHER (Not printers) <b>PO BOX 450, Rapid City, Pennington, SD. 57709-0450</b>		
6. FULL NAME OF PUBLISHER: <b>Shannon Brinker</b>		
7. OWNER (If owned by a corporation, its name and address must be stated and list on the back of this form the names and addresses of stockholders owning or holding 1 percent or more of total amount of stock. If not owned by a corporation, the names and addresses of the individual owners must be given. If owned by a partnership or other unincorporated firm, its name and address, as well as that of each individual must be given. <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;">FULL NAME <b>Lee Enterprises, 201 N.Harrison St., STE. 600, Davenport. IA. 52801</b></div> <div style="width: 45%;">COMPLETE MAILING ADDRESS</div> </div>		
8. KNOWN BONDHOLDERS, MORTGAGES, AND OTHER SECURITY HOLDERS OWNING OR HOLDING 1 PERCENT OR MORE OF TOTAL AMOUNT OF BONDS, MORTGAGES OR OTHER SECURITIES (If there are none, so state. If more space is needed, list on back of this form. <b>Attached</b>		
9. EXTENT AND NATURE OF CIRCULATION	AVERAGE NO. COPIES EACH ISSUED PRECEDING 12 MONTHS	ACTUAL NO. COPIES ISSUED NEAREST TO FILING DATE
A. TOTAL NO. COPIES (Net Press Run)	<b>31905</b>	<b>31702</b>
B. PAID AND/OR REQUESTED CIRCULATION		
1. Sales through dealers and carriers, street vendors and counter sales.	<b>25738</b>	<b>23752</b>
2. Mail Subscription (Paid and or requested)	<b>1020</b>	<b>972</b>
C. TOTAL PAID AND/OR REQUESTED CIRCULATION (Sum of 9B1 and 9B2)	<b>26758</b>	<b>24724</b>
D. FREE DISTRIBUTION		
1. BY MAIL, CARRIER OR OTHER MEANS	<b>1002</b>	<b>894</b>
2. SAMPLES, COMPLIMENTARY AND OTHER FREE COPIES	<b>0</b>	<b>0</b>
E. TOTAL DISTRIBUTION (Sum of C, D1 and D2)	<b>27760</b>	<b>25618</b>
F. COPIES NOT DISTRIBUTED		
1. Office use, left over, unaccounted, spoiled after printing	<b>2182</b>	<b>3414</b>
2. Return from News Agents	<b>1963</b>	<b>2670</b>
G. TOTAL (Sum of E, F1 and F2 - Should equal net press run shown in A)	<b>31905</b>	<b>31702</b>

**Statement must be signed by Publisher, Business Manager, or Owner in the presence of a Notary Public**  
**I swear that the statements made by me are true, correct, and complete:**

  
 (Signature)

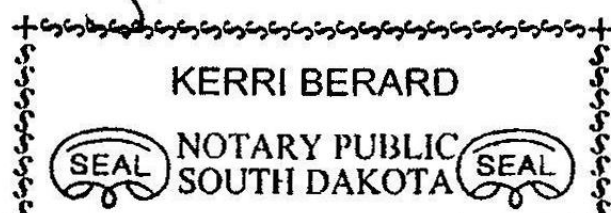
Publisher

(Title)

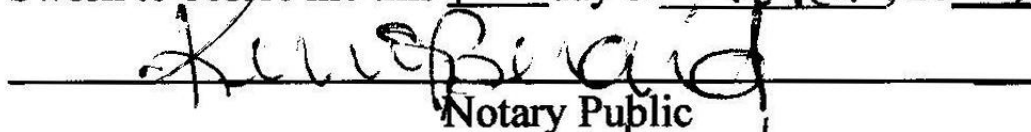
State of South Dakota

County of Pennington

(Seal)



Sworn to before me this 15<sup>th</sup> day of November, 2013

  
 Notary Public

My commission expires: 8/21/19

September 18, 2013

**TO: ALL LEE PUBLISHERS AND CIRCULATION MANAGERS**

**RE: STATEMENT OF OWNERSHIP--SHAREHOLDERS OVER 1% AS OF 8/31/13**

Gregory P. Schermer, 2160 St. Andrews Circle, Bettendorf, IA 52722

Grant E. Schermer, 10455 O'Brien Creek, Missoula, MT 59804

Cedar Rock Capital Limited, 110 Wigmore Street, London W1U 3RW, United Kingdom

Dimensional Fund Advisors LP, Palisades West, Building One, 6300 Bee Cave road, Austin, Texas 78746

Delta Partners LLC, One International Place, Suite 2401, Boston, MA 02110

Brown Brothers Harriman & Co, 63 Wall Street, New York, NY 10005

First Clearing, LLC, 901 E. Byrd Street, Richmond, VA 23219

Charles Schwab & Co., Inc., 51 Mercedes Way, Edgewood, NY 11717

UBS Financial Services Inc., 1200 Harbor Blvd, Weehawken, NJ 07086

UBS Securities LLC, 1200 Harbor Blvd, Weehawken, NJ 07086

Pershing LLC Securities Corporation, 1 Pershing Plaza, Jersey City, NJ 07399

Bank of New York, One Wall Street, New York, NY 10286

Northern Trust Company, Processoral C-IN, Chicago, IL 60607

National Financial Services, LLC, 200 Liberty Street, New York, NY 10281

JPMorgan Chase Bank, 14201 Dallas Parkway, Dallas, TX 75254

Ameritrade, Inc., 51 Mercedes Way, Edgewood, NY, 11717

E\*Trade Clearing LLC, 10951 White Rock Road, Rancho Cordova, CA 95670

Scottrade Inc., 51 Mercedes Way, Edgewood, NY 11717

Merrill Lynch, Pierce Fenner & Smith, 4 Corporate Place, Piscataway, NJ 08854

J.P. Morgan Chase Bank, One Chase Manhattan Plaza, New York, NY 10081

Goldman Sachs, 180 Maiden Lane, New York, NY 10038

Wells Fargo Bank Minnesota, N.A., 51 Mercedes Way, Edgewood, NY 11717

Raymond James, 5701 Thompson Creek Boulevard, Lincoln, NE 68516

Banc of America Securities LLC, 300 Harmon Meadow Blvd., Secaucus, NJ 07094

U.S. Bank N.A., Attn: Securities Control, 1555 N. Rivercenter Drive, Suite 0300,  
Milwaukee, WI 53212

Morgan Stanley DW Inc., c/o ADP Services, 51 Mercedes Way, Edgewood, NY 11717

The Vanguard Group, Inc., 100 Vanguard Blvd., Malvern, PA 19355

State Farm Investment Management Corp., 430 W. 7<sup>th</sup> Street, Kansas City, MO 64105

Franklin Mutual Advisers LLC, 3355 Data Drive, Rancho Cordova, CA 95670



9/29/2013

**Lender Group**

DB TRUST AMERICAS  
AAI ARISTEIA FUND PLC  
ALADDIN - ALADDIN DIP OFFSHORE  
ALADDIN - ALADDIN INTERMEDIATE  
ALADDIN - MC CREDIT PRODUCTS D  
ALADDIN CR INTER FUND LTD  
ALADDIN CR PTNRS I, L.P.  
ARCHVIEW FUND L.P.  
ARCHVIEW MASTER FUND LTD.  
ARISTEIA MASTER LP  
BARCLAYS BK PLC  
BH FINANCE LLC  
BK NOVA SCOTIA  
BK NY  
BNP PARIBAS\*\*  
BLT VI LLC  
COHANZICK MANAGEMENT LLC  
COOPERSTOWN MASTER FUND, LTD.  
CREDIT SUISSE LOAN FUNDING LLC  
DEUTSCHE BANK AG CAYMAN ISLAND  
FRANKLIN- MUTUAL QUEST FUND  
GCA-GCA CREDIT OPPORTUNITIES M  
HSH NORDBANK, KIEL  
INTERMEDIATE FD (IRELAND) LTD  
JP MORGAN CHASE NA  
MEGA ICBC FKA CIAO TUNG BANK  
QUAD CITY BK & TRUST  
ROYAL BK SCOTLAND  
SCOTIABANC, INC.  
SOUTHPAW CR OPP MASTER FD LP  
STEEL PARTNERS-STEEL EXCEL INC  
SUNTRUST BANK  
US BK NA  
WINDERMERE IRELAND FUND PLC  
Archview Fund L.P.  
Archview Master Fund L.P.  
Blackwell Partners, LLC  
Deutsche Bank AG Cayman Islands Branch  
Ellis Lake Master Fund  
Goldman Sachs Lending Partners  
Mudrick Distressed Opportunity Fund Global, LP  
Mutual Quest Fund  
Prism Offshore Fund, Ltd.  
Prism Partners, LP  
Scott's Cove Special Credits Master Fund Inc.  
SPCP Group LLC  
Wingspan Master Fund, LP

60 Wall Street 3rd Flr., New York, NY 10005  
2nd Floor Beaux Lane House Mercer Street Lower Dublin 2  
1209 Orange Street, Wilmington, DE 19801  
1209 Orange Street, Wilmington, DE 19801  
1209 Orange Street, Wilmington, DE 19801  
1209 Orange Street, Wilmington, DE 19801  
1209 Orange Street, Wilmington, DE 19801  
70 East 55th Street, 14th Flr, New York, NY 10022  
70 East 55th Street, 14th Flr, New York, NY 10022  
136 Madison Ave 3rd Floor New York, NY 10016  
70 Hudson Street, Jersey City, NJ 07302  
1440 Kiewit Plaza, Omaha, Nebraska 68131.  
One Liberty Plaza 26th Flr., New York, NY 10006  
One Wall St., 16th Flr., New York, NY 10286  
787 Seventh Avenue, New York, NY 10019  
11 Madison Ave, New York, NY 10010  
427 Bedford Rd, Pleasantville, NY 10570  
5 Greenwich Office Park, 4th Floor, Greenwich, CT 06831  
One Madison Ave., 2nd Flr, New York, NY 10010  
60 Wall Street 3rd Flr., New York, NY 10005  
101 John F. Kennedy Parkway, Short Hills, NJ 07078  
101 Park Avenue, 26th Floor New York, NY 10178  
230 Park Ave., 31st Flr., New York NY 10169  
Beaux Lane House, Mercer Street Lower, Dublin, Ireland 216410  
One First National Plaza, Chicago, IL 60670  
One World Financial Ctr., 200 Liberty St., 30th Flr., New York NY 10281  
3551 7th St Ste 101, Moline, IL 61265  
465 Grand Avenue, Jersey City, NJ 07302  
600 Peachtree St. N.E. Suite 2700, Atlanta, GA 30338  
4 Greenwich Office Park # 4, Greenwich, CT 06831  
1133 Westchester Ave., Ste N222, White Plains, NY 10604  
55 Park Place, Atlanta, GA 30303  
601 Second Ave. So. MPFP0512, Minneapolis, MN 55402  
70 Sir John Rogersons Quay, Dublin 2  
70 East 55th Street, New York, NY 10022  
71 East 55th Street, New York, NY 10022  
477 Madison Avenue, 12th Floor, New York, NY 10022  
60 Wall Street 3rd Flr., New York, NY 10005  
623 Fifth Avenue, New York, NY 10022  
30 Hudson Street, 5th Floor, Jersey City, NJ 07302  
477 Madison Avenue, 12th Floor, New York, NY 10022  
101 John F. Kennedy Parkway, Short Hills, NJ 07078  
One International Place, Suite 2401, Boston, MA 02110  
One International Place, Suite 2401, Boston, MA 02110  
400 Madison Avenue, 14th Floor, New York, NY 10017  
2 Greenwich Plaza - 1st Floor, Greenwich, CT 06830  
650 Madison Avenue, 23rd Floor, New York, NY 10022